

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF TREATMENT OF RECLAMATION CLAIM UNDER PLAN OF REORGANIZATION

PLEASE TAKE FURTHER NOTICE that on September 6, 2007, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed their Joint Plan of Reorganization (as subsequently amended, supplemented, or otherwise modified, the "Plan") and their disclosure statement with respect to the Plan (as subsequently amended, supplemented, or otherwise modified, the "Disclosure Statement") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The Bankruptcy Court entered an order on \_\_\_, 2007 (the "Solicitation Procedures Order") (Docket No. \_\_\_\_ ) approving the adequacy of the Disclosure Statement and certain procedures in connection with solicitation of votes on the Plan.

PLEASE TAKE NOTICE that on September 7, 2007, the Debtors filed a motion (the "Motion to Amend Reclamation Procedures") with the Bankruptcy Court to amend and supersede the first amended and restated reclamation procedures approved by the Bankruptcy Court on November 5, 2005 (Docket No. 881). The Bankruptcy Court entered an order on October 2, 2007, (the "Second Amended and Restated Final Reclamation Order") (Docket No. 10409) approving the Motion to Amend Reclamation Procedures. These amended procedures are designed to resolve reclamation claims in conjunction with the Debtors' proposed Plan.

In accordance with the Second Amended and Restated Final Reclamation Order and the Solicitation Procedures Order, the Debtors hereby provide notice of the proposed treatment of the reclamation claim listed on Schedule 1 attached hereto.

**You must return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Reclamation Claims, so as to be received by \_\_\_\_\_ p.m. (prevailing Eastern time) on \_\_\_\_\_, 2007.<sup>1</sup> If you fail to return this form timely, you will receive a distribution for your reclamation claim, to the extent allowed, in the currency afforded to allowed general unsecured claims as set forth in the Plan and you shall be deemed to have waived any right to seek administrative priority status for your reclamation claim.**

The Debtors' records reflect that you are the holder of the reclamation claim identified on Schedule 1 (the "Reclamation Claim "). **Please follow the three steps below and sign this notice to ensure that you receive the desired treatment for your Reclamation Claim.**

<sup>1</sup> The date shall coincide with the deadline to be established by the Bankruptcy Court pursuant to the Solicitation Procedures Order for the submission of votes on the Plan.

**Step 1**

**Review the Plan in its entirety, including Article 5.3 of the Plan governing treatment of general unsecured claims ("General Unsecured Claims"), and check one of the boxes below:**

☐

I request that my Reclamation Claim, to the extent Allowed (as defined in the Plan), be given administrative priority status pursuant to section 503(b) of the Bankruptcy Code.

☐

I request that my Reclamation Claim be treated, to the extent Allowed and for purposes of distribution, as a General Unsecured Claim, including postpetition interest as set forth more fully below and in the Plan. I acknowledge and agree that I have no accompanying voting rights on account of this election or any Reclamation Claim.

**Step 2**

**If you checked the box indicating that you request that your Reclamation Claim, to the extent Allowed, be given administrative priority status pursuant to section 503(b) of the Bankruptcy Code, the treatment of your Reclamation Claim will be determined at a contested hearing before the Bankruptcy Court on a date following the effective date of the Plan. At this hearing, the Debtors will assert that your claim is not entitled to administrative priority status on the grounds that, among other things, the goods and/or the proceeds from the sale of the goods for which you are seeking a reclamation claim are, or were, subject to a valid and perfected security interest. The Debtors will retain all other reserved defenses (the "Reserved Defenses") regarding your Reclamation Claim, as set forth in the Second Amended and Restated Final Reclamation Order. If the Debtors prevail at this hearing, then, subject to the Bankruptcy Court's ruling, your Reclamation Claim will be disallowed. The underlying claim will then be subject to further reconciliation to determine the amount in which you may still have a valid General Unsecured Claim.**

**If you checked the box indicating that you request your Reclamation Claim be treated for purposes of distribution, to the extent Allowed, as a General Unsecured Claim, including postpetition interest from the Petition Date through the effective date of the Plan at the Michigan Statutory Rate in effect as of the Petition Date (4.845%) (the "Interest Rate") as set forth in the Plan, then you will be deemed to have waived any right to seek administrative priority status for your Reclamation Claim; provided however that to the extent that the Debtors resolicit acceptances or rejections of the Plan (or any alternative plan of reorganization), such resolicitation shall include a provision allowing any holder of a reclamation claim that made any election pursuant to this notice to amend such election by filing a duly executed copy of a rescission notice (which shall be in a form reasonably acceptable to the Creditors' Committee) on or before the deadline for voting on such amended plan. The Debtors will retain all Reserved Defenses regarding your Reclamation Claim.**

**In either event, you must return this form in accordance with Step 3 below.**

**Step 3**

Sign and return this form in the envelope provided to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, Att'n: Delphi Cure Claims, so that it is received by \_\_\_\_\_ p.m. (prevailing Eastern time) on \_\_\_\_\_, 2007. If you fail to return a signed and completed form timely, you will receive a distribution on account of your Reclamation Claim, to the extent Allowed, in the plan currency afforded General Unsecured Claims, including postpetition interest from the Petition Date through the effective date of the Plan at the Interest Rate set forth in the Plan and

you will be deemed to have waived any right to seek administrative priority for your Reclamation Claim.  
The Debtors will retain all Reserved Defenses regarding your Reclamation Claim.

Company Name: \_\_\_\_\_

By: \_\_\_\_\_

Print Name:

Title:

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

Dated: New York, New York  
\_\_\_\_\_, 2007

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## **SCHEDULE 1**

**[Reclamation Claimant]**

**[Contact Information of Reclamation Claimant]**

**[Reclamation Claim Number]**

**[Reclamation Claim Amount]**